



**First Union Rail Corporation**  
NC5811  
Commercial Leasing Group  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
847 318-7588

**VIA UPS 2<sup>nd</sup> DAY AIR**

April 7, 2003

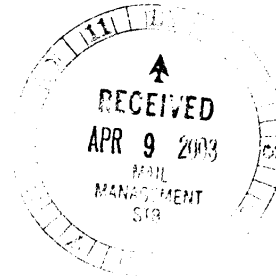
RECORDATION NO. 24402 FILED

APR 10 '03

10-37 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated March 24, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Ag Plus, Inc.  
401 N. Main Street  
South Whitley, IN 46782

A description of the railroad equipment covered by the enclosed document is six (6) 4750 cubic foot covered hopper cars, with FURX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone  
Manager of Documentation

Enclosures

(AGPL002)

ASSGN. NO.: AGPL002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 24th day of March, 2003 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Ag Plus, Inc., an Indiana corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as \_\_\_\_\_, \_\_\_\_\_, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of January 24, 2003, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 24th day of March, 2003

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Du Page

I, BARBARA A. UNGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 24th day of March, 2003.

Barbara A. Unger  
Notary Public

My Commission Expires:

(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

AG PLUS, INC.

ATTEST:

By: Craig E. Sherbahn  
Name: Craig Sherbahn  
Title: Grain Merchandiser  
By: Sharon A. Sands  
Name: Sharon A. Sands  
Title: Secretary  
Executed on this 11<sup>th</sup> day of March, 2003.

[CORPORATE SEAL]

STATE OF Indiana

COUNTY OF Whitley

I, Shyllis Lampe, a Notary Public of the County and State aforesaid, certify that Craig Sherbahn personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11 day of March 2003 2002.

Shyllis Lampe  
Notary Public

My Commission Expires:

4-13-09  
(Notary Public)

**EXHIBIT A to MEMORANDUM OF LEASE**

NUMBER OF CARS: Six (6)

DESCRIPTION OF CARS: 4750cfc three pocket covered hopper cars with trough hatch covers and gravity gates

CAR NUMBERS: FURX 824634, 827068, 827433, 827949, 833302, 833320